



Y VENTURES GROUP LTD.

(Company Registration No. 201300274R)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Y Ventures Group Ltd. (the "Company") will be held at Grand Mercure Roxy Hotel, Amber Room, Level 3, 50 East Coast Road, Roxy Square, Singapore 428769 on Tuesday, 24 April 2018 at 3:00 p.m. (the "AGM") to transact the following businesses:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2017 together with the Independent Auditors' Report thereon. **Resolution 1**
2. To re-elect Mr Low Yik Sen as a Director of the Company retiring pursuant to Regulation 117 of the Company's Constitution. **Resolution 2**
[See Explanatory Note (i)]
3. To re-elect Mr Edward Tiong Yung Suh as a Director of the Company retiring pursuant to Regulation 122 of the Company's Constitution. **Resolution 3**
[See Explanatory Note (ii)]
4. To re-elect Ms Wong Sok Mei as a Director of the Company retiring pursuant to Regulation 122 of the Company's Constitution. **Resolution 4**
[See Explanatory Note (iii)]
5. To re-elect Mr Ng Tiong Gee as a Director of the Company retiring pursuant to Regulation 122 of the Company's Constitution. **Resolution 5**
[See Explanatory Note (iv)]
6. To re-elect Mr Tsoon Wai Mun, Benjamin as a Director of the Company retiring pursuant to Regulation 122 of the Company's Constitution. **Resolution 6**
[See Explanatory Note (v)]
7. To approve the payment of Directors' fees of S\$43,500 for the financial year ended 31 December 2017. **Resolution 7**
8. To re-appoint Messrs Baker Tilly TFW LLP as the Independent Auditors of the Company and authorise the Directors of the Company to fix their remuneration. **Resolution 8**
9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without any amendments:

10. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, (Cap. 50) and Rule 806 of the Listing Manual Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited** **Resolution 9**

That pursuant to Section 161 of the Companies Act (Cap. 50) and the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules"), the Directors be and are hereby authorised to: (a) (i) issue new ordinary shares whether by way of rights, bonus or otherwise; and/or (ii) make or grant offers, agreements or options (collectively "Instruments") that might or would require new ordinary shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into new ordinary shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and (b) (notwithstanding this authorisation conferred may have ceased to be in force) issue new ordinary shares in pursuance of any Instruments made or granted by the Directors while this authorisation was in force, provided that:

- (1) the aggregate number of new ordinary shares to be issued pursuant to such authority (including new ordinary shares to be issued in pursuance of the Instruments, made or granted pursuant to this authorisation shall not exceed 100.0% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new ordinary shares to be issued (including new ordinary shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing Shareholders shall not exceed 50.0% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of new ordinary shares (including new ordinary shares to be issued pursuant to the Instruments) that may be issued under subparagraph (1) above, the percentage of new ordinary shares that may be issued shall be based on the issued share capital of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this authority, after adjusting for: (a) new ordinary shares arising from the conversion or exercise of the Instruments or any convertible securities; (b) new ordinary shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this authority, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (c) any subsequent bonus issue, consolidation or subdivision of ordinary shares;
- (3) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, Chapter 50, and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting by ordinary resolution, such authority shall continue in force until (a) the conclusion of the next annual general meeting of the Company or (b) the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (vi)]

By Order of the Board

Wee Woon Hong
Company Secretary

Singapore
9 April 2018

Explanatory Notes:

- (i) Mr Low Yik Sen will, upon re-election as a Director of the Company, remain as Executive Chairman and Managing Director of the Company.
- (ii) Mr Edward Tiong Yung Suh will, upon re-election as a Director of the Company, remain as Lead Independent Director of the Board, Chairman of the Remuneration Committee and member of the Audit and Nominating Committees, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- (iii) Ms Wong Sok Mei will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and member of the Nominating and Remuneration Committees, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- (iv) Mr Ng Tiong Gee will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and member of the Audit and Remuneration Committees, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.
- (v) Mr Tsoon Wai Mun, Benjamin, will, upon re-election as a Director of the Company, remain as member of the Remuneration Committee.
- (vi) The Ordinary Resolution 9 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue new ordinary shares, make or grant Instruments convertible into new ordinary shares and to issue new ordinary shares pursuant to such Instruments, up to a number not exceeding, in total, 100.0% of the total number of issued ordinary shares, (excluding treasury shares and subsidiary holdings), of which up to 50.0% may be issued other than on a pro rata basis to shareholders of the Company.

Notes:

- a. A member of the Company who is not a relevant intermediary (as defined below) entitled to attend and vote at the AGM may appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- b. Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member.
- c. The instrument appointing a proxy, duly executed, must be deposited at the Company's Registered Office at 46 East Coast Road, #09-06 Eastgate Commercial Building, Singapore 428766 not less than 72 hours before the time appointed for holding the AGM.
- d. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- e. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

SPONSOR'S STATEMENT

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is:

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